



中國服飾控股有限公司 CHINA OUTFITTERS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1146)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 19 MAY 2023 (or any adjournment thereof)

I/we ^(Note 1) _____ (name)
of _____

(address) being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the issued share capital of China Outfitters Holdings Limited (the “Company”) hereby appoint ^(Note 3) _____ (name)
of _____

(address) or failing him/her, the chairman of the annual general meeting (the “AGM”) of the Company to act as my/our proxy to attend and vote for me/us and on my/ our behalf at the AGM of the Company to be held at 21st Floor, Grand Millennium Plaza, 183 Queen’s Road Central, Sheung Wan, Hong Kong on Friday, 19 May 2023 at 2:00 p.m. (and at any adjournment thereof). I/we direct that my/our vote(s) be cast on the specified resolutions as indicated by a “✓” in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2022.		
2.	a. (i) To re-elect Mr. Kwong Wilson Wai Sun as an independent non-executive director of the Company ^(Note 5) .	(i)	(i)
	(ii) To re-elect Mr. Yeung Chi Wai as an independent non-executive director of the Company ^(Note 5) .	(ii)	(ii)
	(iii) To appoint Mr. Ho Ka Wang as an independent non-executive director of the Company ^(Note 5) .	(iii)	(iii)
b.	To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company (the “Directors”).		
3.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution ^(Note 6) .		
5.	To grant a general mandate to the Directors to purchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution ^(Note 6) .		
6.	To extend the general mandate granted under resolution no. 4 by adding the shares bought back pursuant to the general mandate granted by resolution no. 5, such shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution ^(Note 6) .		
SPECIAL RESOLUTION			
7.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the third amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company, as set out in the notice convening the AGM dated 26 April 2023.		

Date: _____ 2023 Signature(s) ^(Note 7) _____

Email address of the proxy: _____

Notes:

- Full name(s) and address(es) as shown in the register of the Company to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. A shareholder may appoint one or more proxies to attend the AGM to vote for him/her. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.** The proxy needs not be a shareholder of the Company, but must attend the AGM (or any adjournment thereof) to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** If this form of proxy is returned duly signed but no direction is given, your proxy may vote for or against the resolution or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM (“Notice of the AGM”).
- There will be three Director vacancies to be filled at the AGM following the retirement of Mr. Kwong Wilson Wai Sun, Mr. Cui Yi and Mr. Yeung Chi Wai at the AGM. If there are more than three candidates standing for election at the AGM, each resolution proposing that a candidate be appointed as a Director will provide for a method to determine which three candidates shall be elected as Directors as follows:
“THAT subject to the number of net votes cast in relation to this resolution (net votes being votes cast in favour minus votes cast against this resolution) being among the three highest numbers of net votes cast on each of the resolutions for the appointment of a person as a Director of the Company at the annual general meeting to be held on 19 May 2023 or on the date of its adjournment (where applicable) (the “Annual General Meeting”), name of candidate be and is hereby appointed as a Director of the Company with effect from the conclusion of the Annual General Meeting, provided that if any three or more of such resolutions record the same number of net votes (the “Tied Resolutions”), the ranking of the Tied Resolutions from highest to lowest number of net votes shall be determined by the drawing of lots by the chairman of the Meeting.”
- The full text of resolutions nos. 4 to 7 are set out in the Notice of the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- In the case of joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the AGM, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- In order to be valid, this completed form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong thereof, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 2:00 p.m. on Wednesday, 17 May 2023) or any adjourned AGM.
- If you have returned a proxy form, you may revoke it by completing and signing a proxy form bearing a later date, and lodging it with Company’s Hong Kong branch share registrar. In order to be valid for voting purposes, this latter proxy form should be received by Company’s Hong Kong branch share registrar not less than 48 hours before the time appointed for holding the AGM or adjourned meeting (as the case may be) (“Closing Time”). If this latter proxy form is lodged with Company’s Hong Kong branch share registrar after the Closing Time, it will be invalid for voting purpose. However, it will revoke any previous proxy form and any vote that may be cast by the purported proxy will not be counted in any poll taken on a proposed resolution.
- The Company reserves the right to treat any proxy form which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the notice of the AGM will be decided by poll at the AGM.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company at Room 1303, 13/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong and Tricor Investor Services Limited at the above address.